

JUN 26 1974 -4 00 PM

AMENDMENT TO CONDITIONAL SALES AGREEMENT
INTERSTATE COMMERCE COMMISSION

This amendment dated June 26, 1974, to CONDITIONAL SALES AGREEMENT (hereinafter the "Agreement") dated December 13, 1973 among WHITEHEAD & KALES, a Michigan corporation (hereinafter called the "Manufacturer"), FCB LEASING, LTD., a Massachusetts corporation (hereinafter called "Vendee"), and THE CHICAGO MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a Wisconsin Corporation (hereinafter called the "Guarantor"),

W I T N E S S E T H:

WHEREAS, Manufacturer, Vendee and Guarantor have entered into the Agreement; and

WHEREAS, Manufacturer, Vendee and Guarantor have agreed to change the description of equipment covered by the Agreement;

NOW, THEREFORE, Annex A to the amendment is hereby substituted for Annex A to the Agreement.

IN WITNESS WHEREOF, the parties have caused this Amendment to Conditional Sales Agreement to be executed in their respective corporate names, by one of their officers thereunto duly authorized and their corporate seals to be hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY

C. E. Wieser
C. E. Wieser
Vice President-Finance

ATTEST:

H. Shipley
H. Shipley, Controller

FCB LEASING, LTD.

By

ATTEST:

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

By

ATTEST:

STATE OF MICHIGAN

COUNTY OF WAYNE

On this 24th day of June, 1974, before me personally appeared C. E. Wieser, to be personally known, who being by me duly sworn says that he is a Vice Pres. of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ardis W. Hall
NOTARY PUBLIC

Ardis W. Hall

My Commission Expires: Sept. 6, 1977

STATE OF

COUNTY OF

On this _____ day of _____, 1974, before me personally appeared _____, to me personally know, who, being by me duly sworn, says that he is a _____ of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

IN WITNESS WHEREOF, the parties have caused this
Amendment to Conditional Sales Agreement to be executed in
their respective corporate names, by one of their officers
thereunto duly authorized and their corporate seals to be
hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY _____

ATTEST:

FCB LEASING, LTD.

By *Paul J. Chylka*
Senior Vice President

ATTEST:

Robert E. Hyell

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

By _____

ATTEST:

STATE OF

COUNTY OF

On this _____ day of _____, 1974, before me personally appeared _____, to be personally known, who being by me duly sworn says that he is a _____ of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF

COUNTY OF

On this 25th day of June, 1974, before me personally appeared Paul F. Schaefer, Jr., to me personally know, who, being by me duly sworn, says that he is a Senior Vice Pres of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anne L. Murphy
NOTARY PUBLIC

My Commission Expires: 2/27/81



J. T. Tassie

STATE OF

COUNTY OF

On this 20th day of June, 1974, before me personally appeared D. F. Kratochwill, to me personally known who being by me duly sworn says that he is a Vice President of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorcas H. Stenzel
NOTARY PUBLIC

My Commission Expires:

Nov. 20, 1976



ANNEX A

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated of Deliver River Rou Michiga</u>
35	Stack Pack Car Sets	Whitehead & Kales Container Model AB 8003	Whitehead & Kales Company Detroit, Mich.	MILU- \$ 633,000- 633,139 inclusive (See FN 1)	561,910.00	60 Containers at \$ 4,006.50 80 Containers at \$ 4,019.00	80 Stack Cars on 21, 1973 Stack Pa Cars on 21, 1974
66	Bi-Level Super-structure Auto Racks	Whitehead & Kales Model AB.15150	Whitehead & Kales Company Detroit, Mich.	52713- \$ 120,892.80 52744 both Nos. inclusive (2 consecutive numbers per Rack)		\$ 7,555.80	16 Racks April 26 1974
				52745- 52844 Both numbers in- clusive (2 consecutive numbers per Rack)	379,899.00	7,597.98	50 Rack on June 1974
					\$ 500,791.80		

(1) Four Stack Pack Containers equal One Stack Pack Car Set

ANNEX A (Continued)

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated of Delivery River Road Michigan</u>
65	Fully Enclosed Tri-Level Auto Racks	Whitehead & Kales Model AB 15150	Whitehead & Kales Company Detroit, Mich.	53091/53092, 53093/53094, 53057/53058, 53087/53088, 53089/53090, 53053/53054, 53082/53083, 53086/53079, 53055/53056, 53080/53081, 53071/53072, 53065/53066, 53075/53076, 53067/53068, 53073/53074, 53061/53062, 53095/53096, 53097/53098, 53059/53060, 53051/53052, 53099/53100, 53101/53102, 53103/53104, 53105/53106, 53077/53078, 53109/53110, 53107/53108, 53084/53085, 53049/53050, 53113/53114, 53111/53112, 53115/53116, 53117/53118, 53069/53070, 53063/53064,	\$1,346,727.20	\$20,718.88	28 Rac on May 1973 37 Rac on Jun 28, 19

ANNEX A (Continued)

Fully Enclosed
Tri-Level Auto
Rack Nos. continued

Lessee's
Numbers

53119/53120,
53121/53122,
53045/54046,
53125/53126,
53123/53124,
53127/53128,
53129/53130,
53047/53048,
53133/53134,
53131/53132,
53137/53138,
53135/53136,
53141/53142,
53139/53140,
53143/53144,
53145/53146,
53149/53150,
53147/53148,
53153/53154,
53151/53152,
53157/53158,
53155/53156,
53161/53162,
53159/53160,
53164/53163,
53165/53166,
53169/53170,
53167/53168,
53173/53174,
53171/53172

(2 consecutive
numbers per
Rack)